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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <i>et al.</i> ,)	Case No.: 05-44481 (RDD)
)	(Jointly Administered)
Debtors.)	

**ORDER AUTHORIZING AND APPROVING
JONES LANG LASALLE AMERICAS, INC.'S
SECOND INTERIM APPLICATION FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES PURSUANT TO 11 U.S.C. §§ 328, 330 AND 331**

THIS MATTER coming on to be heard upon consideration of Jones Lang LaSalle Americas, Inc.'s Second Interim Application for Allowance and Payment of Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 328, 330 and 331 (the "Second Interim Application") for the period February 1, 2006 through May 31, 2006; due and sufficient notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(6) and (c)(2); the Office of the United States Trustee having filed the Statement of the United States Trustee Regarding Applications for Allowance of Compensation and Reimbursement ("U.S. Trustee Response") indicating no objections to the Second Interim Application; this Court having reviewed the Second Interim Application and the U.S. Trustee Response, and no further response to the Second Interim Application having been filed; and this Court having found that it has

jurisdiction over this matter pursuant to 11 U.S.C. §§ 157 and 1334 and that this is a core proceeding pursuant to 11 U.S.C. § 157(b)(2),

IT IS HEREBY ORDERED that the Second Interim Application is approved and granted.

IT IS FURTHER ORDERED that Jones Lang LaSalle Americas, Inc. shall be allowed, on an interim basis, the amount of fees payable and expenses payable as set forth in Schedule A attached hereto.

IT IS FURTHER ORDERED that, consistent with the terms of the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005 (Docket No. 869) and the supplemental orders dated March 8, 2006 (Docket No. 2747, March 28, 2006 (Docket No. 2986), May 5, 2006 (Docket No. 3630) and July 12, 2006 (Docket No. 4545), the Debtors are hereby authorized and directed to pay to Jones Lang LaSalle Americas, Inc. any and all unpaid portions of the fees payable and expenses payable as set forth in Schedule A.

Date: _____, 2006

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A(1)

CASE NUMBER: 05-44481 (RDD) (Jointly Administered)

CASE NAME: In re DELPHI CORPORATION, *et al.*

CURRENT FEE PERIOD:
FEBRUARY 1, 2006 TO MAY 31, 2006

Applicant	Date/ Docket No. of Application	Fees Requested (including holdback)	20% Holdback	Fees Unpaid	Fees Payable	Expenses Requested	Expenses Payable
Jones Lang LaSalle Americas, Inc.	July 31, 2006 Docket No. —	\$226,598.36	\$45,429.67	\$50,300.42	\$95,620.09	\$11,066.58	\$7,081.17

DATE: _____

INITIALS: ____USBJ

SCHEDULE B

CASE NUMBER: 05-44481 (RDD)

CASE NAME: In re DELPHI CORPORATION, *et al.*

**SUMMARY: ALL FEE PERIODS
(INCLUDING THIS PERIOD)**

Applicant	Application Period / Docket No.	Total Fees Requested¹	Total Fees Payable²	Total Fees Awarded	Total Expenses Requested	Total Expenses Payable	Total Expenses Awarded
Jones Lang LaSalle Americas, Inc.	First Interim Fee Period (11/3/05 – 1/31/06) Docket No. 3527	\$180,103.84	\$57,812.44		\$4,208.73		
Jones Lang LaSalle Americas, Inc.	Second Interim Fee Period (2/1/06 – 5/31/06) Docket No. ____	\$226,598.36	\$95,620.09		\$11,066.58	\$7,081.17	

¹ Includes fees previously requested but not awarded (held-back fees).

² Fees held back are treated as not having been awarded.

DATE: _____

INITIALS: ____USBJ